Ref: SSPSL/SEC/2026-27/May/06 **30th May 2026**

To, THE LISTING DEPARTMENT, BSE LIMITED, P.J. TOWERS, DALAL STREET, FORT, MUMBAI – 400 001, MAHARASHTRA BSE SCRIP CODE: 517273	To, THE MANAGER – LISTING NATIONAL STOCK EXCHANGE OF INDIA LTD, EXCHANGE PLAZA, BANDRA – KURLA COMPLEX, BANDRA(EAST), MUMBAI – 400 051, MAHARASHTRA NSE SYMBOL: S&SPOWER

Dear Sir / Madam,

Sub: Secretarial Compliance Report for the year ended 31st March, 2026.

In compliance of Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Secretarial Compliance Report duly issued by M/s. BP & Associates, Company Secretaries, Secretarial Auditors of the Company, for the year ended 31st March, 2026.

Kindly take the same on record.

Thanking you,
Yours faithfully,

For S & S Power Switchgear Limited

S & S POWER SWITCHGEAR LIMITED
Maraimalai Nagar-603209

Prince Thomas
Company Secretary & Compliance Officer
M. No. F11841

S&S Power Switchgear Limited
Plot No.14, CMDA Industrial Area - II, Chithamanur Village, Maraimalai Nagar, Chengalpattu District, Chennai - 603 209, Tamil Nadu, India
Tel: +91 44 2745 0131 | E-mail: secretarial@sspowergroup.com || Website: www.sspowergroup.com | CIN: L31200TN1975PLC006966

SECRETARIAL COMPLIANCE REPORT OF S & S POWER SWITCHGEAR LIMITED ENDED 31ST MARCH 2026.

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **S & S POWER SWITCHGEAR LIMITED** (hereinafter referred as 'the listed entity'), having its Registered Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar, Kancheepuram 603209. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We have examined:

a) All the documents and records made available to us and explanations provided by the listed entity.

b) The filings/ submissions made by the listed entity to the stock exchanges,

c) Website of the listed entity,

d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2026 ("Review Period") in respect of compliance with the provisions of:

   i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, and guidelines issued thereunder;

   ii. the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

   i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period).

v. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable to the Company during the audit period).

vi. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the audit period).

vii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

viii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the audit period)

and based on the above examination, we hereby report that, during the Review Period:

I. a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Where the regular non-executive chairperson is a promoter of the listed entity or is related to any	Regulation 17 of SEBI (LODR) Regulations, 2015.	The company has 7 directors (1 Executive Director, 3 Non-Executive	PCS	Advisory	The company has 7 directors (1 Executive Director, 3 Non- Executive & Non Independent Director, 3 Non-	NIL	The Composition of the Board of Directors is not in compliance with Proviso of	As on 01st April 2026, company has 7 Directors including one executive director, three non-executive directors	-

	promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.		& Non-Independent Director, 3 Non-Executive & Independent Director) Since, Chairman is promoter, Non-executive & Non Independent Director, the Company shall have minimum of 4 independent director for the current composition, however the Company has 3 independent director which is less than 50% of Independent director out of total composition of Board of director			Executive & Independent Director) Since, Chairman is promoter, Non-executive & Non Independent Director, the Company shall have minimum of 4 independent director for the current composition, however the Company has 3 independent director which is less than 50% of Independent director out of total composition of Board of director		Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	and three independent directors. In order to comply with the Regulation, the company have appointed an independent director in the board meeting held on 22nd May 2026. As on signing date of the report the company have complied with the Regulation.	

2	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	Regulation 24(1) of SEBI (LODR) Regulations, 2015.	The company has material subsidiaries M/s. S&S Power Switchgear Equipment Limited, M/s. Hamilton Research & Technology Private Limited and M/s. Acrastyle Limited, UK, However no independent director of the holding company has been appointed in the material subsidiaries M/s. Hamilton Research & Technology Private Limited and M/s. Acrastyle Limited, UK.	PCS	Advisory	The company has material subsidiaries M/s. S&S Power Switchgear Equipment Limited, M/s. Hamilton Research & Technology Private Limited and M/s. Acrastyle Limited, UK. However no independent director of the holding company has been appointed in the material subsidiaries M/s. Hamilton Research & Technology Private Limited and M/s. Acrastyle Limited, UK.	NIL	The Company has not appointed one Independent director of the holding company in the material subsidiaries M/s. Hamilton Research & Technology Private Limited and M/s. Acrastyle Limited, UK.	The company have appointed one independent director in S&S Power Switchgear Equipment Limited on 17^{th} Nov 2025. Further to that, we have appointed one independent director in Hamilton Research & Technology Private Limited on 14^{th} May 2026. Management already taken initiative for appointment of an independent director in Acrastyle Limited, UK.	

3	Pursuant to the Regulation 17 (6) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company shall require approval of shareholders in general meeting for payment of remuneration (Other than sitting fees) to independent directors and nonexecutive directors of the company.	Regulation 17(6)(a) of SEBI(LODR) Regulation 2015	Pursuant to Regulation 17(6)(a) of SEBI (LODR) Regulation, 2015, the fee/commission paid to non-executive directors shall require prior approval of shareholders in general meeting. However, the company is yet to obtain members approval for the same.	PCS	Advisory	Pursuant to Regulation 17(6)(a) of SEBI (LODR) Regulation, 2015, the fee/commission paid to non-executive directors shall require prior approval of shareholders in general meeting. However, the company is yet to obtain members approval for the same.	NIL	The Company has paid remuneration/commission of Rs. 2 Lakhs per quarter (excluding sitting fees) with the approval of Committee and Board to Non-Executive Directors However, the company is yet to obtain members approval for the same as required under Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The company will ensure to pass the resolution in the upcoming annual general meeting itself.	

4	Non-compliance with requirements pertaining to composition of the Nomination and Remuneration Committee	Regulation 19(1) & (2) of SEBI(LODR) Regulation 2015	Both BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE), vide Email / Letter dated 28.11.2025 (Copy enclosed as Annexure – I & II), have imposed fine on S & S Power Switchgear Limited for non-compliance with requirements pertaining to composition of the Nomination and Remuneration Committee.	NSE & BSE	Fine	The company had 4 directors in Nomination and Remuneration Committee out of which 2 directors were Non – Executive Independent and 2 directors were Non – Executive Non – Independent. As per Regulation 19 of SEBI (LODR) Regulation 2015, the committee shall comprise of two-third of independent directors. Out of 4 directors, there shall be 3 independent directors but the committee had 2 independent directors. The company has rectified the same at the board meeting held on 23rd May 2025. However, the stock exchange has imposed fine for the intermittent period.	3,28,040	The composition of the Nomination and Remuneration Committee of the Company was not in compliance with Regulation 19(1) and Regulation 19(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the period under review, as the Committee was not constituted in the manner prescribed under the aforesaid regulations / the Chairperson of the Committee was not an Independent Director.	The company have complied with the Regulation with effect from 23rd May 2025. Going forward, the company will ensure the compliance regarding the same.	

BP & ASSOCIATES
Company Secretaries

b) The listed entity has taken the following actions to comply with the observations made in previous reports specified below

Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 2025 (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity (2025-26)	Remedial actions, if any, taken by the listed entity (2025-26)	Comments of the PCS on the actions taken by the listed entity
1	Where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors.	Where the regular non-executive chairperson is a promoter of the listed entity or is related to any promoter or person occupying management positions at the level of board of director or at one level below the board of directors, at least half of the board of directors of the listed entity shall consist of independent directors	Proviso of Regulation 17(1)(b)	The company has 7 directors (1 Executive Director, 3 Non-Executive & Non Independent Director, 3 Non- Executive & Independent Director) Since, Chairman is promoter, Non-executive & Non Independent Director. The Company shall have minimum of 4 independent director for the current composition, however the Company has 3 independent director which is less than 50% of Independent director out of total composition of Board of director.	The company has taken necessary action to comply with Regulation 17 (1)(b) and appointed 2 independent directors on 03-01-2025 and 12-02-2025 respectively. In addition to that we have appointed an independent director in the board meeting held on 22nd May 2026. As on date the company have complied with the Regulation.	-
2	At least one independent director on the board of directors of the listed entity shall be a director	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted	Regulation 24(1)	The company has material subsidiaries M/s. S&S Power Switchgear Equipment Limited, M/s. Hamilton Research &	The company has appointed independent directors in the	

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	on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	material subsidiary, whether incorporated in India or not.		Technology Private Limited and M/s. Acrastyle Limited, UK, However no independent director of the holding company has been appointed in M/s. Acrastyle Limited, UK and M/s. Hamilton Research & Technology Private Limited.	material subsidiary M/s. S&S Power Switchgear Equipment Limited on 17-11-2025 and Hamilton Research & Technology Private Limited on 14th May 2026. Also, initiatives are already taken for appointment of an independent director in Acrastyle Limited, the subsidiary company.	

II. we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	**<u>Secretarial Standards:</u>** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	**<u>Adoption and timely updation of the Policies:</u>** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
3.	**<u>Maintenance and disclosures on Website:</u>** • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	None
4.	**<u>Disqualification of Director:</u>** None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	**<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u>** (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	No	As on signing date, the Company has appointed 2 Independent Directors in 2 material subsidiaries. Also, initiatives are taken for appointment of an independent director in Acrastyle Limited, the subsidiary company.
6.	**<u>Preservation of Documents:</u>** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under the LODR Regulations.	Yes	None
7.	**<u>Performance Evaluation:</u>** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8.	**<u>Related Party Transactions:</u>** a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	None

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee		
9.	**<u>Disclosure of events or information:</u>** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**<u>Prohibition of Insider Trading:</u>** The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	**<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>** ~~No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.~~ (or) The actions taken against the listed entity~~/ its promoters/ directors/ subsidiaries either by SEBI or~~ by Stock Exchanges are specified in the last column.	Yes	During the period, the NSE & BSE have laid penalty of Rs. 3,28,040/- each towards the non-compliance in composition of the Nomination and Remuneration Committee of the Company in compliance with Regulation 19(1) and Regulation 19(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
			Company has paid the same.
12.	**Resignation of statutory auditors from the listed entity or its material subsidiaries:** In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	NA
13.	**Additional Non- Compliances, if any:** No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.,	Yes	None

We further, report that the listed entity is in Compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of Regulation 46(2) (za) of the LODR Regulations – Not Applicable

BP & ASSOCIATES
Company Secretaries

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For BP & Associates
Company Secretaries
Peer Review No: 7014/2025

Date: 30.05.2026
Place: Chennai

RANGARAJAN DORAIRAJAN
Digitally signed by RANGARAJAN DORAIRAJAN
Date: 2026.05.30 12:03:42 +05'30'

D. RANGARAJAN
Partner
M No: 63099 | CP No: 23671
UDIN: A063099H000549310